FORM D



Type of Filing: [] New Filing [X] Amendment

1. Enter the information requested about the issuer

12876 East Jamison Circle, Englewood, Colorado 80112

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

A. BASIC IDENTIFICATION DATA

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response 16.00

SEC USE ONLY

Prefix		Serial	
DA	TE RECEIV	ED	
	Sec.		
AST AFORM	n (Ge)		
	SE S	<i></i>	
B WAY I G	1005		
100	100		
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Telephone Number (Includad) 406-5900	ding Area Co	ode)	
Telephone Number (Inclu	ding Area Co	ide)	

Brief Description of Business

Adam Aircraft Industries, Inc.

	facturer

Executive Offices)

Series E Preferred Stock

Type of Business Organization

[X] corporation [] limited partnership, already formed

[] limited partnership, to be formed [] business trust

Address of Executive Offices (Number and Street, City, State, Zip Code)

[] other (please specify):

Month

[0 | 1] [0 | 2] [X] Actual [] Estimated

Actual or Estimated Date of Incorporation or Organization:

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [D | E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOF

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Office	er [X] Direct	or [] General and/or Managing Partner
Full Name (Last name first, if Adam, George F., Jr.	individual)				
Business or Residence Address 12876 East Jamison Circle, En	`		de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Smith, Michael W.	individual)				
Business or Residence Address 12876 East Jamison Circle, En			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if Bierman, Michael T.	individual)				
Business or Residence Address 12876 East Jamison Circle, En			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if Clark, General Wesley	individual)				
Business or Residence Address 12876 East Jamison Circle, En			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if Gross, Bradley	individual)				
Business or Residence Address 12876 East Jamison Circle, En			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if Kleinert, Christopher W.	individual)			· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address 12876 East Jamison Circle, En			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if Leadbetter, Bruce	individual)	· · · · · · · · · · · · · · · · · · ·	· 10 0000000		
Business or Residence Address 12876 East Jamison Circle, Er			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if Mehra, Sanjeev K.	individual)				Manager Manage
Business or Residence Address 12876 East Jamison Circle, Er			de)		

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if Sirangelo, Mark	individual)				
Business or Residence Address 12876 East Jamison Circle, En			e)	-	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[X] Director	r [] General and/or Managing Partner
Full Name (Last name first, if Walker, Joseph	individual)			····	
Business or Residence Address 12876 East Jamison Circle, En			e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Boman & Kemp, L.C.	individual)				······································
Business or Residence Address 2393 South 1900 West, Ogden		reet, City, State, Zip Code	e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if GH Investment Partners, LLC	,				
Business or Residence Address 712 Fifth Avenue, New York,	`		e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Goldman Sachs Direct Investm		P.			
Business or Residence Address 85 Broad Street, New York, N	•	reet, City, State, Zip Code	e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if GS Capital Partners 2000, L.P.					
Business or Residence Address 85 Broad Street, New York, N		reet, City, State, Zip Cod	e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if GS Capital Partners 2000 Emp			· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address 85 Broad Street, New York, N	•	reet, City, State, Zip Cod	e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if GS Capital Partners 2000 Offs					
Business or Residence Address 85 Broad Street, New York, N		reet, City, State, Zip Cod	e)		

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if HG-Adam, L.P.	individual)		-		
Business or Residence Address 1445 Ross, Fountain Place, Da	•		e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if McGowan, Thomas B., IV	individual)		<u></u>		
Business or Residence Address 25550 Lake Road, Bay Village	•	reet, City, State, Zip Cod	e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Tinicum Capital Partners, L.P.	,			<u> </u>	
Business or Residence Address 800 Third Avenue, 40 th Floor,			e)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if DREEM, LLC	individual)				
Business or Residence Address 113 Barksdale Professional Ce			e)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if	individual)				······································
Business or Residence Address	(Number and Str	reet, City, State, Zip Cod	e)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number and Str	reet, City, State, Zip Cod	le)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	(Number and Str	reet, City, State, Zip Cod	le)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if	individual)		· · · · · · · · · · · · · · · · · · ·	<u> </u>	
Business or Residence Address	(Number and Str	reet, City, State, Zip Cod	le)		

					B. INF	ORMAT	TION ABO	UT OFF	ERING						
1. Has the issu	uer sold	, or does th	e issuer int	end to sell,	to non-acci	redited inv	estors in this	offering?.	,		•				No [X]
				A	nswer also	in Append	lix, Column î	2, if filing	under ULO	E.					
2. What is the	minim	um investm	ent that wil	l be accepte	ed from any	individua	1?							\$	N/A
															No
3. Does the of	ffering p	ermit joint	ownership	of a single	unit?						•••••				
or dealer re	tion of p	urchasers in the S	n connection EC and/or	n with sales with a state	of securiti or states, l	es in the o	paid or given, ffering. If a ne of the broken that	person to b cer or deale	oe listed is a er. If more	n associate than five (5	d person or	agent of a	broker		
Full Name (La: GH Investment			lividual)	· · · · · · · · · · · · · · · · · · ·											
Business or Re 712 Fifth Aven					y, State, Zi	p Code)									
Name of Assoc	ciated B	roker or De	aler												
States in Which (Check "Al													[J All	States
[.	[AL] [IL] MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [X] NY [VT]	(DE) [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	(FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full Name (La				()									[]		
Business or Re	sidence	Address (N	Jumber and	Street, Cit	y, State, Zi	p Code)					·				
Name of Assoc	ciated B	roker or De	ealer												
States in Which (Check "Al													[] All	States
	[AL] [IL] MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full Name (La	st name	first, if ind	lividual)												
Business or Re	sidence	Address (N	lumber and	Street, Cit	y, State, Zi	p Code)			_						
Name of Assoc	ciated B	roker or De	aler												
States in Which	h Person	Listed Ha	s Solicited	or Intends t	o Solicit Pr	irchasers					***				
							•••••						[] All	States
[[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		

Type of Security Debt \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Debt	Type of Security Debt Equity [Common X Preferred Convertible Securities (including warrants) Partmership Interests Convertible Securities (including warrants) Partmership Interests S S S Other (Specify) S S S Total Answer also in Appendix. Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter '0' if answer its 'none' or 'zero.' I meators Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix, Column 4, if filing under ULOE. Answer also in Appendix in	1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				A
Equity [Common [X] Preferred Convertible Securities (including warrants) \$ \$ \$ Partnership Interests \$ \$ \$ Other (Specify) \$ \$ \$ Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors 6 \$ 17.10 Accredited Investors 6 \$ 17.10 Accredited Investors 6 \$ 17.10 Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) \$ \$ Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) \$ Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities and by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of Offering Type of Securities of Securities in this offering and the aggregate dollar amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Equity	Equity [] Common [X] Preferred Convertible Securities (including warrants) Partnership Interess S S Other (Specify) S S Total S 30,000,000 S 17,100,000 Answer also in Appendix. Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amount of their purchases. For offerings under Rule 304, indicate the number of persons who have purchased securities in this offering and the aggregate dollar amount of their purchases on the total lines. Enter '0' if answer is 'none' or 'sero.' Accredited Investors of a general dollar amount of their purchases on the total lines. Enter '0' if answer is 'none' or 'sero.' Accredited Investors Accredited Investors Accredited Investors Accredited Investors Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. Type of Offering Rule 505 Regulation A Rule 504 Rule 504 Total 4. a. Funish a statement of all expanses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future extingues. Transfer Agent's Fees Printing and Engraving Costs Legal Fees (X) \$ 50,000 Accounting Fees Engineering Fees Engineering Fees Engineering Fees Engineering Fees Sales Commissions (specify finders' fees separately)		Type of Security				Already
Convertible Securities (including warrants) Partnership Interests Other (Specify) S S Total S 30,000,000 \$ 17,10 Answer also in Appendix, Column 3, if filling under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Accredited Investors Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the rwelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part CQuestion 1. Type of Offering Rule 505 Regulation A Rule 504 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Comvertible Securities (including warrants) \$ \$	Conversible Securious (including warrants) \$ \$ \$		Debt	\$_		\$ _	
Partnership Interests \$ \$ \$ Other (Specify	Partnership Interests S S S S S Cherry Other (Specify) S S S S S S S S S S S S S S S S S S	Partmership Interests S S S S Other (Specify) S S S S Total S 30,000,000 S 17,100,000 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total fines. Enter '0' if answer its' none' or 'zero.' Number Investors			\$_	30,000,000	\$	17,100,000
Other (Specify) \$ \$ \$ Total	Other (Specify) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number laws and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount of Purchases Accredited Investors		Convertible Securities (including warrants)	\$_		\$	
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	Total	Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter '0' if answer is 'none' or 'zero.' Number Investors		Partnership Interests	\$		\$ _	
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors Accredited Investors Accredited Investors Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to due, in offerings of the types indicated, in the newleve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C.—Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total A Rule 504 Total A Rule 504 Total A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estumate and check the box to the left of the estumate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees [] \$ Engineering Fees [] \$ Engineering Fees [] \$		Other (Specify)	\$_		\$	
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		Total	\$_	30,000,000	\$	17,100,000
aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "nome" or "zero." Number Investors	aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Numb	Aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		Answer also in Appendix, Column 3, if filing under ULOE.				
Accredited Investors	Accredited Investors 6 6 \$ 17,100,000 Non-accredited Investors 0 0 \$ 17,100,000 Non-accredited Investors 0 0 \$ 0 \$ 0 Total (for filings under Rule 504 only)	Accredited Investors Accredited Investors Accredited Investors Accredited Investors Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of Offering Rule 505 Regulation A Rule 504 \$ Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees [] \$ Engineering Fees [] \$ Engineering Fees [] \$ Sales Commissions (specify finders' fees separately) [] \$ Solution of Purchase Solution of Purchase Solution of U.S. Observable under ULOE. Solution of U.S. Observable unde	2.	aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer				
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	Transfer Agent's Fees [] \$	Transfer Agent's Fees [] \$	4.	Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to f contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of	uture			
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Printing and Engraving Costs [] \$	Accounting Fees [] \$ Engineering Fees [] \$	Accounting Fees [] \$ Engineering Fees [] \$ Sales Commissions (specify finders' fees separately) [] \$		Printing and Engraving Costs		[]	\$	
Legal Fees [X] \$ 50,000	Engineering Fees [] \$	Engineering Fees [] \$ Sales Commissions (specify finders' fees separately) [] \$		Legal Fees		[X]	\$	50,000
Accounting Fees [] \$		Sales Commissions (specify finders' fees separately) [] \$		Accounting Fees		[]	\$	
Engineering Fees [] \$	Sales Commissions (specify finders' fees separately)			Engineering Fees		[]	\$	
				Sales Commissions (specify finders' fees separately)		[]	\$	
Sales Commissions (specify finders' fees separately)	Other Expenses (identify) Finders' fees [1] \$ 125,000	Other Expenses (identify) Finders' fees [] \$ 125,000		Other Expenses (identify) Finders' fees		[]	\$	125,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE C	OF PROCEEDS			
	b. Enter the difference between the aggregate offering price given in response to Part CQuestion 1 and total exfurnished in response to Part CQuestion 4.a. This difference is the "adjusted gross proceeds to the issuer"	penses			\$_	29,825,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part CQuestion 4.b.	ate. Th	ne total of the			
			Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees	[]	\$	_ []	\$_	
	Purchase of real estate	[]	\$	_[]	\$_	
	Purchase, rental or leasing and installation of machinery and equipment	[]	\$	_[]	\$_	
	Construction or leasing of plant buildings and facilities	[]	\$	_[]	\$_	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	\$	_ []	\$_	
	Repayment of indebtedness	[]	\$	_ []	\$_	
	Working capital	[]	\$	[X]	\$_	29,825,000
	Other (specify):	_				
		- []	\$	_ []	\$_	
	Column Totals	[]	\$	[X]	\$_	29,825,000
	Total Payments Listed (column totals added)		[X] \$ 29,82	5,000		
_	D. FEDERAL SIGNATURE					
noi	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff accredited investor pursuant to paragraph (b)(2) of Rule 502.	nder Ru the inf	tle 505, the following formation furnished b	signature y the issu	consti er to ar	tutes an
	per (Print or Type) DAM AIRCRAFT INDUSTRIES, INC.		Date May (2 , 2005			
	ne of Signer (Print or Type) ichael W. Smith Title of Signer (Print or Type) Vice President, Finance					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

BLDR1:50225610.02